1118961

SEC 1972 (6\99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OBM controller number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

	UNITE	D STATES		OMB Approval	
SECUR	ITIES AND EX	CHANGE COM	MISSION	OMB Number 3235-0	076
	Washingto	on, D.C. 20549		Expires May 31, 2005	
			Chilly ser sing	Estimated average burd	ien hours
05061492		FOR	M D JUL 8 0	per response1	
0900140-			186 188		
		OF SECURITIES GULATION D,		SEC USE O	NLY
	SECTION 4(6)	, AND/OR	•	Prefix	Serial
UNIFORM	LIMITED OFF	FERING EXEMP	TION	DATE RECEIVE)
Name of Offering:		AL WARRANTS of sis an amendment	6-05 and name has chang	ged, and indicate o	change
Filing Under	[] Rule 504	[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing:	[X] New Filing	[] Amendme	ent		
	C	CANE UM	FNC.	PROCESSED)

PROCESSED

JUL 25 2005

THOMSON
FINANCIAL

A. BASIC IDENTIFICATION DATA

1. Enter the information	Enter the information requested about the issuer				
Name of Issuer (check if this is	an amendment and name has changed, and indicate change.)				
	CANEUM, INC.				
Address of Executive Offices:	170 NEWPORT CENTER DRIVE				
	SUITE 220				
	NEWPORT BEACH, CA 92660				
Telephone:	(949) 273-4000				
relepitotio.	(717)273 1000				
Address of Principle Business	Onerations				
(if different from Executive Of	•				
(ii different from Executive Of	11003)				
Brief Description of Business					
•	RATIONS OF MANAGING AND OUTSOURCING SOFTWARE DEVELOPMENT				
PROJECTS	CATIONS OF MANAGING AND OUTSOURCING SOFT WARE DEVELOFMENT				
· ·					
Type of Business Organization					
	Limited partnership, already formed [] Other (please specify):				
[] Business trust []	Limited partnership, to be formed				
	Month Voor				
Association Profession & Program City	Month Year				
Actual or Estimated Date of In	• • • • • • • • • • • • • • • • • • • •				
Jurisdiction of Incorporation of	r Organization: (Enter two-letter U.S. Postal Service abbreviation for State:				

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction

NV

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signature.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA - cont. -

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply	: [] Promoter	[X] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad	MUDAN, SUK	HBIR SINGH			managing i at their
business of Residence Na		CENTER DRIVE			
	NEWPORT BE	EACH, CA 92660			
Check Box(es) that Apply	: [] Promoter	[X] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad-	KNITOWSKI,	ALAN			Triumaging Turthor
		T CENTER DRIVE			
	SUITE 220	CACIT CA DOCCO			
	NEWPORT BE	EACH, CA 92660			
Check Box(es) that Apply	: [] Promoter	[X] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad	MITRO, ROBE	ERT F.			•
	348 BEAN AV				
	LOS GATOS, O	CA 95030			
Check Box(es) that Apply	: [] Promoter	[] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name	DANG, LUAN				0 0
Business or Residence Ad					
	SUITE 220	T CENTER DRIVE			
		EACH, CA 92660			
Check Box(es) that Apply	: [] Promoter	Beneficial Owner	Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ade	RANSHI, AVT dress	AR SINGH			managing rainer
	66 MARSHAL	S DRIVE			
		HERTFORDSHIRE			
	UNITED KINC	GDOM AL1 4RF			
Check Box(es) that Apply	: [] Promoter	[] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name	ALLHUSEN, C	GARY			
Business or Residence Ade					
		T CENTER DRIVE			
	SUITE 220	14 GT G 4 - 00 ((0			
	NEWPORT BE	EACH, CA 92660			
	(Use blank sh	eet or conv and use ad-	ditional copies of this sl	heet as necessa	rv

B. INFORMATION ABOUT OFFERING

1.	Has the			es the iss Appendix					investors	in this o	ffering?	[X] Yes	[] No
2.	What is	s the min	imum inv	estment t	hat will b	e accept	ed from a	my indivi	dual?			N/A	
3.	Does th	ne offerin	g permit	joint own	ership of	f a single	unit?					[X] Yes	[] No
4.	or similisted is of the b	lar remur s an asso proker or	neration f ciated per dealer. I	or solicita	ation of p gent of a l an five (ourchaser: broker or 5) person	s in conno dealer re s to be lis	ection wi	th sales o with the S	f securiti SEC and/	es in the o	offering. If a state or state	ny commission person to be s, list the name aler, you may
Full Na	me		NONE										
Busines	ss or Resi	idence A	ddress						٠.				
Name o	of Associa	ated Brol	ker or De	aler									
(Check [AL] [IL] [MT] [RI]Full Na	"All Stat [AK] [IN] [NE] [SC]	tes" or che [AZ] [IA] [NV] [SD]	eck indiv [AR] [KS] [NH] [TN]	s Solicite vidual Sta [CA] [KY] [NJ] [TX]		ids to Sol [CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	inasers [DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	{GA} [MN] [OK] [WI]	[] All [HI] [MS] [OR] [WY]	States [ID] [MO] [PA] [PR]	
Busine	ss or Resi	idence A	ddress										
Name o	of Associa	ated Brol	ker or De	aler									
	"All Stat [AK] [IN] [NE] [SC]			s Solicited vidual Sta [CA] [KY] [NJ] [TX]		(CT) [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[] All [HI] [MS] [OR] [WY]	States [ID] [MO] [PA] [PR]	
Busines	ss or Resi	idence A	ddress										
Name o	of Associa	ated Brol	ker or De	aler									
				s Solicited vidual Sta		ıds to Sol	icit Purcl	nasers			[] All	States	
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	indicate in the columns below the amounts of the securities offered for exchan	•	
	Type of Security	Aggregate Offering Price	
	Debt	\$	\$
	Equity	\$ \$	\$ \$
	[] Common [] Preferred		-
	Convertible Securities (including warrants)	\$ _70,000	\$ _70,000
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ _70,000	\$ \$ \$
	Answer also in Appendix, Column 3, if filing under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purcha		
	and the aggregate dollar amounts of their purchases. For offerings under Rule	504, indicate the n	umber of
	persons who have purchased securities and the aggregate dollar amount of the	ir purchases on the	total lines.
	Enter "0" if answer is "none" or "zero."		
			Aggregate
		Number	Dollar Amount
		Investors	of Purchases
	Accredited Investors	<u>-0-</u> 2	\$0-
	Non-Accredited Investors		V 70 000
			\$ <u>70,000</u>
	Total (for filings under Rule 504 only)		\$
			\$ <u></u>
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month	quested for all secur	\$
3.	Total (for filings under Rule 504 only)	quested for all secur hs prior to the first son 1.	\$ rities sold sale of
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information rec by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Question	quested for all secur hs prior to the first son 1. Type of	\$ rities sold sale of Dollar Amount
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information rec by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Question Type of Offering	quested for all secur hs prior to the first son 1. Type of Security	\$ rities sold sale of Dollar Amount Sold
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information rec by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of	\$ rities sold sale of Dollar Amount Sold \$
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receby the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security	sale of Dollar Amount Sold S S
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receby the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security	\$ rities sold sale of Dollar Amount Sold \$
3.	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receby the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security	sale of Dollar Amount Sold S S
 4. 	Total (for filings under Rule 504 only)	quested for all secur hs prior to the first son 1. Type of Security ———————————————————————————————————	superities sold sale of Dollar Amount Sold Superities s
	Total (for filings under Rule 504 only)	quested for all secur hs prior to the first son 1. Type of Security ———————————————————————————————————	successive sold sale of Dollar Amount Sold Successive
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questice Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security ———————————————————————————————————	successive sold sale of Dollar Amount Sold Successive
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questice Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security ———————————————————————————————————	successive sold sale of Dollar Amount Sold Successive
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questice Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security ———————————————————————————————————	successive sold sale of Dollar Amount Sold Successive
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questice Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security ———————————————————————————————————	succession sold sale of Dollar Amount Sold Succession
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questice Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security and distribution of the penses of the issuer an expenditure is n	s rities sold sale of Dollar Amount Sold \$ \$ \$ The ot known,
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security and distribution of the penses of the issuer an expenditure is n [] \$ _ [] \$ _ [X] \$ _	succession sold sale of Dollar Amount Sold Succession
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information red by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security and distribution of the penses of the issuer an expenditure is n [] \$ _ [] \$ _ [X] \$ _	s rities sold sale of Dollar Amount Sold \$ \$ \$ The ot known,
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information receive the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security and distribution of the penses of the issuer an expenditure is not security [] \$ _ []	succession sold sale of Dollar Amount Sold Succession
	Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information red by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Questic Type of Offering Rule 505	quested for all secur hs prior to the first son 1. Type of Security and distribution of the penses of the issuer an expenditure is not security [] \$ _ []	surities sold sale of Dollar Amount Sold Surities
	Total (for filings under Rule 504 only)	quested for all secur hs prior to the first son 1. Type of Security and distribution of the penses of the issuer an expenditure is not security []\$_ [X]\$_ []\$_ [X]\$_ [X]\$_ [X]\$_	surities sold sale of Dollar Amount Sold Sure Sure Sure Sure Sure Sure Sure Sure

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS - cont. -

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

 \$ 69,450
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

	Officers,	
	Directors, &	Payments To
	Affiliates	Others
Salaries and fees	[]\$	[X]\$ <u>69,450</u>
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities		
of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[]\$
Working Capital	[]\$	[]\$
Other (specify)	[]\$	[]\$
Column Totals	[X]\$ <u>-0-</u>	[X]\$ <u>69,450</u>
Total Payments Listed (column totals added)	(X)\$ 6	9.450

Payments to

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type) CANEUM, INC.	Signature Date JULY 18, 2005
Name of Signer (Print or Type) SUKHBIR SINGH MUDAN	Title (Print or Type) PRESIDENT

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18U.S.C. 1001.)